

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

DIRECT REPORT CORPORATION d/b/a)
SHAREHOLDER.COM,)

Plaintiff,)

v.)

Civil Action No. 04-10535-PBS

CCBN.COM, INC., THE THOMSON)
CORPORATION, ROBERT I. ADLER,)
JOHN DOES 1 THROUGH 5,)
AND JANE DOES 1 THROUGH 5,)

Defendants.)

**ASSENTED-TO MOTION OF DEFENDANT
ROBERT I. ADLER'S COUNSEL TO WITHDRAW AS COUNSEL**

For the reasons set forth below, Richard J. McCarthy, Mark B. Dubnoff, and Edwards & Angell, LLP hereby move to withdraw as counsel for Robert I. Adler ("Adler") in the above-captioned action.

1. On September 29, 2005, Edwards & Angell, LLP announced its agreement to merge with Palmer & Dodge LLP, which is the law firm representing plaintiff Direct Report Corporation d/b/a Shareholder.com ("Shareholder"). The merger of these two firms presents a conflict of interest in the continuing representation of either Shareholder or Adler.

2. Peter E. Gelhaar, Michael S. D'Orsi and Paula M. McManus of the law firm, Donnelly Conroy & Gelhaar, LLP, are succeeding Edwards & Angell, LLP as counsel for defendant Adler in this action, and have entered their notices of appearance on Adler's behalf.

3. Mr. Adler consents to the withdrawal of Edwards & Angell, LLP, and its attorneys from this case.

4. Counsel for all other named parties have assented to the withdrawal of Edwards & Angell, LLP, and its attorneys from this case.

5. Edwards & Angell, LLP, is proceeding by motion because, under Local R. 83.5.2(c)(2), leave of court is required since there are motions pending.

WHEREFORE, Richard J. McCarthy, Mark B. Dubnoff, and Edwards & Angell, LLP respectfully request that they be permitted to withdraw as counsel for Adler in the above-captioned action.

/s/ Richard J. McCarthy
/s/ Mark B. Dubnoff

Richard J. McCarthy (BBO # 328600)
Mark B. Dubnoff (BBO # 637212)
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Tel. (617) 439-4444

October 3, 2005

LOCAL RULE 7.1(a)(2) CERTIFICATION

The undersigned hereby certifies, pursuant to Local Rule 7.1(a)(2), that counsel for Adler has communicated with counsel for the other parties in the above-captioned action and that all parties have assented to the within Motion to Withdraw as Counsel.

/s/ Richard J. McCarthy

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